

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10256 (KBO)

(Jointly Administered)

Docket Ref. Nos. 33, 58, 62, 70, and 306

**ORDER (A) APPROVING THE LEASE TERMINATION AND RELEASE
AGREEMENT RELATED TO PREMISES LOCATED AT
3312 DEVINE STREET, COLUMBIA, SOUTH CAROLINA**

Upon the motion (the “**Motion**”) of the above-captioned debtors and debtors-in-possession (the “**Debtors**”) for an order, under sections 105, 363 and 365 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, and 6006, and Local Rules 2002-1 and 6004 1, (a) authorizing and approving, among other things, the sale (the “**Sale**”) of the Assets in question (the “**Acquired Assets**”), free and clear of all Encumbrances; (b) authorizing and approving the Debtors’ entry into that certain Lease Termination and Release Agreement with Colonial Development Company, LLC (the “**Buyer**”), dated March 23, 2020, a copy of which is attached hereto as EXHIBIT A (the “**Agreement**”) the Court having entered an order approving the bid procedures (the “**Bidding Procedures**”) and granting related relief on February 14, 2020 [Docket No. 122] (the “**Bidding Procedures/De Minimis Asset Sale Order**”); the Debtors having cancelled the Auction in accordance with the Bidding Procedures; the Debtors having identified the bid by the Buyer as the highest or otherwise best bid for the Acquired Assets; the Court having conducted a hearing on the Motion on March 24, 2020 (the “**Sale Hearing**”) at

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

which time all interested parties were offered an opportunity to be heard with respect to the Motion; the Court having (a) reviewed and considered the Motion, all relief related thereto, the objections thereto and statements of counsel and the evidence presented in support of the relief requested by the Debtors in the Motion at the Sale Hearing and (b) found that, after the marketing process conducted in accordance with the Bidding Procedures/De Minimis Asset Sale Order, the Buyer has submitted the highest or otherwise best bid for the Acquired Assets; adequate and sufficient notice of the Bidding Procedures, the Purchase Agreement, and all transactions contemplated thereunder and in this Order (the “**Sale Order**”) having been given in the manner directed by the Court in the Bidding Procedures/De Minimis Asset Sale Order; reasonable and adequate notice of the Motion having been provided to all persons required to be served in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; all interested parties having been afforded an opportunity to be heard with respect to the Motion and all relief related thereto; jurisdiction existing for the Court to consider the Motion and the relief requested thereby in relation to the Sale; and after due deliberation on the foregoing and upon the arguments and statements in support of the relief requested by the Motion in relation to the Sale presented at the hearing before the Court, it appears that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest, that the legal and factual bases set forth in the Motion and at the Sale Hearing establish just cause for the relief granted herein, and that good and sufficient cause appearing therefor; it is hereby

ORDERED, that the Sale is approved; and it is further

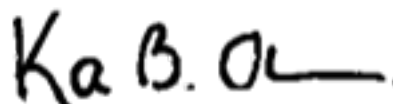
ORDERED, that pursuant to section 363(b) of the Bankruptcy Code, the Debtors are authorized to enter into the Agreement and abandon the Subject Assets to the Purchaser; and it is further

ORDERED, that, the Sale shall be free and clear of all liens, with such liens attaching to the Sale proceeds with the same validity, extent and priority as had attached to the Subject Assets immediately prior to such Sale; and it is further

ORDERED, that the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order; and it is further

ORDERED, that this Court will retain jurisdiction regarding the interpretation and implementation of this Order, and all other matters related to this Order.

Dated: March 26th, 2020
Wilmington, Delaware

Handwritten signature of Karen B. Owens in black ink.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE